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Pages: 6

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RECORDING REQUESTED BY:

Mr. John Porges
Gray AREA 555, LLC
271 Madison Avenue, 18th Floor
New York, New York 10016

REGINA ALCOMENDRAS
SANTA CLARA COUNTY RECORDER
Recorded at the request of
Chicago Title

RDE # 008
5/21/2015
8:00 AM

WHEN RECORDED, MAIL TO:

Department of Toxic Substances Control
700 Heinz Avenue
Berkeley, California 94710
Attention: Mr. Mark Piros, Unit Chief
Brownfields and Environmental
Restoration Program

SPACE ABOVE THIS LINE RESERVED FOR RECORDER'S USE

FIRST AMENDMENT TO
COVENANT TO RESTRICT USE OF PROPERTY

ENVIRONMENTAL RESTRICTION

(Re: County of Santa Clara APN 204-46-009, 555 East California Avenue, Sunnyvale,
California 94086, DTSC site code number 201966)

This First Amendment to the Covenant to Restrict Use of Property ("First Amendment")
is made by and between the Department of Toxic Substances Control ("the
Department") and Gray AREA 555, LLC ("Covenantor"), the current owner of property
situated in the City of Sunnyvale, County of Santa Clara, State of California.

Recital

- A. The Department and Sycamore Lake Partners, LLC entered into a Covenant to Restrict Use of Property, Document Number: 22341925 duly recorded in the Santa Clara County Recorder's Office on August 8, 2013 ("Covenant"), to restrict the use of a certain property situated in the City of Sunnyvale, County of Santa Clara, State of California ("the Property") as described in Exhibit A and depicted in Exhibit B of the Covenant. The Covenant applies to approximately 3.71 acres of real Property also referred to as Santa Clara Assessor's Parcel Number 204-46-009.
- B. Covenantor purchased the Property from Sycamore Lake Partners on July 15, 2014. On or around May 13, 2014, Covenantor contacted the Department and requested a reduction in the age limit of 21 years specified in the restriction on public or private school identified in paragraph 4.01 of the Covenant.
- C. On or around November 5, 2014, the Department and Covenantor agreed to proceed with amending the Covenant to change the age limit from 21 to 18 years upon obtaining concurrence from the U.S. Environmental Protection Agency ("EPA"). On November 11, 2014, EPA conveyed to the Department their concurrence with the change in the school age limit. EPA subsequently prepared a memorandum, dated March 30, 2015 which clarified the use restrictions for the Westinghouse Electric Corp. (Sunnyvale Plant) Superfund Site ("Site") outlined in the 2008 Explanation of Significant Differences. As noted in Section 1.01 of the Covenant, the Property is a part of the Site. The change in the school age limit from 21 years to 18 years is consistent with the use restriction for schools that EPA outlined in its March 30, 2015 memorandum.

THE PARTIES HEREBY AGREE AS FOLLOWS:


Section 4.01(c) is amended to read as follows:

"(c) A public or private school for persons under 18 years of age."

Except as amended by this First Amendment, the provisions, restrictions, and requirements of the Covenant shall remain in full force and effect.

IN WITNESS WHEREOF, the Parties execute this First Amendment.

Covenantor: Gray AREA 555, LLC

By: _____

Title: Mr. John Porges
Gray AREA 555, LLC

Date: 5/12/15

Department of Toxic Substances Control:

By: SIGNED IN COUNTERPART

Title: Mr. Mark Piros, Unit Chief
Brownfields and Environmental Restoration Program

Date: SIGNED IN COUNTERPART

Except as amended by this First Amendment, the provisions, restrictions, and requirements of the Covenant shall remain in full force and effect.

IN WITNESS WHEREOF, the Parties execute this First Amendment.

Covenantor: Gray AREA 555, LLC

By: _____

SIGNED IN COUNTERPART

Title: _____

Mr. John Porges

Gray AREA 555, LLC

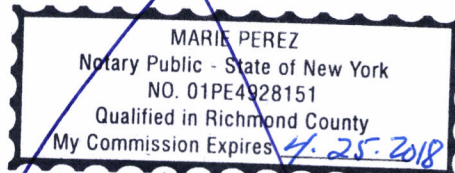
Date: _____

4/16/2015

SUBSCRIBED AND SWORN TO BEFORE ME

THIS 16 DAY OF April, 2015

NOTARY PUBLIC



Department of Toxic Substances Control:

By: _____

Mark Piros

Title: _____

Mr. Mark Piros, Unit Chief

Brownfields and Environmental Restoration Program

Date: _____

4/21/2015

State of New York)

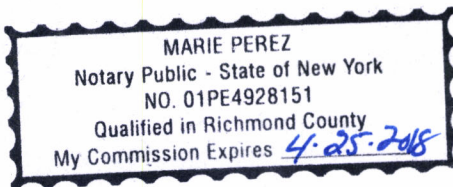
County of NEW YORK)SS:
)

On this, the 12 day of May, 2015, before me a notary public, the undersigned officer, personally appeared John Forges, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained.

I certify under PENALTY OF PERJURY under the laws of the State of New York that the foregoing paragraph is true and correct.

In witness hereof, I hereunto set my hand and official seal.

Marie Perez
Notary Public



A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California

County of ALAMEDA

On 4/21/15 before me,

Frank Piscitelli, Notary Public

(space above this line is for name and title of the officer/notary),

personally appeared MARK EDWARD PIROS, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal,

Frank Piscitelli

(seal)

Signature of Notary Public

